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Ms. Cynthia T. Brown,
Chief of the Section of Administration, Office of Proceedings
SURFACE TRANSPORTATION BOARD
395 E. Street, S.W.
Washington, DC 20423

Re: Docket No. AB-312 (Sub-No.3X), South Carolina Railroad
Company, LLC – Abandonment Exemption – in Chesterfield
And Darlington Counties, South Carolina, and now filed
Request for Public Use Condition, Request for Interim Trail
Use and Statement of Willingness to Assume Financial
Responsibility by Town of Cheraw, South Carolina

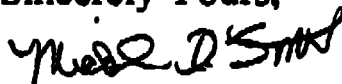
Dear Ms. Brown:

Please find enclosed our AMENDED REQUEST in the above
Docket. The property description has been revised to include the
“other legs of wye track” described in the EXEMPTION NOTICE.
Further, the wording “or its assignee” has been deleted from the
STATEMENT OF FINANCIAL RESPONSIBILITY. This
deletion does not preclude a future “assignment” to any Rail Trail
Authority which Cheraw might select to serve as trail sponsor.
Initially, the STB is only looking to Cheraw, not an unidentified
assignee. You have advised us that any assignment to an Authority
or other entity will require STB approval before the substitution
could be formalized, all in accord with CFR published procedures.

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If you have any questions, please call me at 843-537-8401, or email me at msmith@cheraw.com. This amended REQUEST is submitted at the request of Ms. Terry Gui and Scott Zimmerman, Esq. of your STB staff.

Sincerely Yours,



Michael D. Smith,
Town Administrator

Enclosure, as indicated

CC: Scott G. Williams, Esq. (By Fax to 904-538-6328)

Senior Vice President & General Counsel

Further attn. Jennifer Taylor, Mgr. CLA

RailAmerica, Inc.

7411 Fullerton Street, St. 300

Jacksonville, FL 32256

Louis E. Gitomer, Esq. (By Fax to 410-332-0885)

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Richard Lane Brown III, Project Coordinator

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Cheraw SC 29520-0817

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Cell: 704-773-0008

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**BEFORE THE
SURFACE TRANSPORTATION BOARD**

DOCKET NO. AB-312 (Sub-No.3X)

**SOUTH CAROLINA CENTRAL RAILROAD COMPANY, LLC-
ABANDONMENT EXEMPTION
IN CHESTERFIELD AND DARLINGTON COUNTIES, SC**

**AMENDED REQUEST FOR PUBLIC USE CONDITION, AMENDED
REQUEST FOR INTERIM TRAIL USE, & AMENDED STATEMENT
OF WILLINGNESS TO ASSUME FINANCIAL RESPONSIBILITY**

TO THE SECRETARY:

**Attn. Chief of the Section of Administration,
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20423-0001 (for Fed Ex. 20024)**

These AMENDED REQUESTS are filed on behalf of CHERAW, SC:

CHERAW respectfully requests issuance of a Public Use Condition as well as an Interim Trail Use Condition rather than an outright abandonment authorization for approximately 12.8 miles of line in Chesterfield and Darlington Counties, South Carolina, between Milepost 319.89 +/- (centerline of Burlington Drive road crossing), near Society Hill, SC and extending in a northerly direction to Milepost 332.68 (south line of Market Street, including other legs of wye track extending westerly to milepost 332.48 (east line of US Route 1), in Cheraw, SC.

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A. Request for Public Use Condition

CHERAW asks the STB to find that this property is suitable for other public use, specifically trail use, and to place the following conditions on the property:

- 1. An Order prohibiting the Carrier from disposing of the corridor, other than the tracks, ties and signal equipment, except for public use on reasonable terms. Justification for this condition is: The rail corridor in question is one of the most historical in South Carolina (dating from the 1850s), and will eventually connect the Cheraw State Park in Cheraw to other State Park lands on the Pee Dee River in Society Hill. The corridor will make an excellent recreational trail and conversion of the property to trail use is in accordance with local plans, including the expansion of public utilities (water and sewer) to residential areas in Chesterfield County not presently served. In addition, the corridor provides wildlife habitat and open space and its preservation as a recreational trail is consistent with those purposes.**
- 2. The time period sought is 180 days from the effective date of the Abandonment Authorization. CHERAW needs this much time to complete its rail plan, begin negotiations with the carrier, and ultimately complete its due diligence before taking title to the corridor. Due diligence includes title examination, securing a Phase I Environmental Assessment, obtaining a current boundary survey of the corridor lands, securing an engineering inspection/evaluation of trestles and culverts, developing a plan for utilities expansion, completing a risk assessment for liability purposes, having a MAI appraisal of the corridor, and most importantly, securing public, private and grant funding to make the acquisition financially feasible.**
- 3. An Order barring removal or destruction of potential trail-related structures, such as bridges, trestles, culverts and railroad ballast. The justification for this condition is that these structures have considerable value for recreational trail purposes. The time period requested is 180 days from the effective date of the Abandonment Authorization for the same reasons as indicated in par. 2 above.**

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B. Request for Interim Trail Use

The railroad right-of-way in this proceeding is suitable for railbanking. In addition to the public use conditions sought above, CHERAW also makes the following request:

STATEMENT OF WILLINGNESS TO ASSUME FINANCIAL RESPONSIBILITY:

In order to establish interim rail use and railbanking under Section 8(d) of the National Trails System Act, 16 USC 1247(d) and 49 CFR 1152.29, the Town of CHERAW, SC is willing to assume full responsibility for management of, for any legal liability arising out of the transfer or use of (unless the user is immune from liability, in which case it need only indemnify the railroad against any potential liability), and for the payments of any and all taxes that may be levied or assessed against the right-of-way owned and operated by the user.

The railroad right-of-way extends from railroad Milepost 319.89 +/- near Society Hill, SC [Endpoint A] to railroad Milepost 332.68 [Endpoint B], for a distance of approximately 12.8 miles in Chesterfield and Darlington Counties, South Carolina. The railroad right-of-way is the property which is proposed for abandonment in STB Docket No. AB-312 (Sub-No.3X), and as more particularly described in Par. 3.(a)(3) of the Verified Notice.

A map depicting the railroad R/W appears of record in the Docket.

CHERAW acknowledges that use of the right-of-way is subject to the user continuing to meet its responsibilities described above and also subject to the possible future reconstruction and reactivation of the railroad right-of-way for rail service as by law provided. A copy of this statement is being served on the railroad on the same date it is being served on the Board.

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Certificate of Service

___By my signature below, I certify service upon the SOUTH CAROLINA
CENTRAL RAILROAD COMPANY LLC and upon its counsel of record
by US Mail postage pre-paid, first class, this 2nd day of February, 2012,
and to the indicated addresses on the transmittal letter by fax.

Respectfully Submitted:

For the Town of Cheraw, SC:

By Michael D. Smith
Michael D. Smith,
Town Administrator

For the Cheraw to Society Hill
Rail Trail Coalition:

By Richard Lane Brown III
Richard Lane Brown III,
Project Coordinator